

Offering Memorandum

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. The information disclosed on this page is a summary only. Purchasers should read the entire Offering Memorandum for full details about the Offering. This is a risky investment. See Item 8 Risk Factors.

Date: July 29, 2019

The Issuer: Yesterpay Holdings Inc. (the "Corporation")
Address: 121 - 234 5149 Country Hills Boulevard NW
 Calgary, Alberta, T3A 5K8
Phone: (587) 779-7929
Email: info@yesterpay.com

Currently listed or quoted? **No. These securities do not trade on any exchange or market.**
 Reporting Issuer? No.
 SEDAR filer? Yes.

The Offering

Securities Offered	<p>There will be four series of unsecured bonds of the Corporation offered pursuant to the Current Offering (as defined herein), each with separate interest payment terms (referred to herein as the "Series C Bonds", the "Series D Bonds", the "Series E Bonds" and the "Series F Bonds" and collectively as the "Offered Bonds" and individually, as an "Offered Bond"). Below is a summary of the basic terms of the Bonds, and this summary is qualified entirely by the description in Item 5.1:</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;">Type of Bond</th> <th style="text-align: left;">Term</th> <th style="text-align: left;">Interest Rate</th> <th style="text-align: left;">Interest Payment Provisions</th> </tr> </thead> <tbody> <tr> <td>Series C Bonds</td> <td>1 Year</td> <td>6.5%</td> <td>Payable on the last day of each month</td> </tr> <tr> <td>Series D Bonds</td> <td>2 Years</td> <td>7.5%</td> <td>Payable on the last day of each month</td> </tr> <tr> <td>Series E Bonds</td> <td>3 Years</td> <td>8.5%</td> <td>Payable on the last day of each month</td> </tr> <tr> <td>Series F Bonds</td> <td>3 Years</td> <td>8.5%</td> <td>Compounded monthly and payable on maturity</td> </tr> </tbody> </table> <p>See Item 5.1 for details regarding the Offered Bonds and Item 5.2 for the limitations placed on subscription for the Offered Bonds.</p>		Type of Bond	Term	Interest Rate	Interest Payment Provisions	Series C Bonds	1 Year	6.5%	Payable on the last day of each month	Series D Bonds	2 Years	7.5%	Payable on the last day of each month	Series E Bonds	3 Years	8.5%	Payable on the last day of each month	Series F Bonds	3 Years	8.5%	Compounded monthly and payable on maturity
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Price Per Security	\$100 per Offered Bond																					
Minimum Offering	<p>To date the Corporation has issued an aggregate of 700 Historical Issued Bonds (as defined herein) and 50,662 Total Current Offering Issued Bonds (as defined herein) pursuant to the Initial Offerings (as defined herein), raising in the aggregate \$5,766,200 as of the date hereof. This Offering is not subject to any minimum offering amount. You may be the only purchaser.</p>																					
Maximum Offering	\$9,233,800	(92,338 Bonds)																				
Minimum Subscription Amount Per Subscriber	\$1,000	(10 Offered Bonds)																				
Available Funds	<p>Funds available under this Offering may not be sufficient to accomplish our proposed objectives. In the event that the Corporation does not raise the full amount under the Offering, then the Corporation will reduce the amount of available funds lent to CNI (as defined herein) and as a result, CNI will reduce the number of invoices purchased.</p>																					
Payment Terms	<p>Payment in full by certified cheque, bank draft, cheque, wire transfer or other form of payment acceptable to the Corporation, in its full discretion, of the subscription price is to be made with the delivery of a duly executed and completed Subscription Agreement. See Item 5.2 Subscription Procedure.</p>																					
Proposed Closing Date(s)	<p>Closings will take place periodically at the Corporation's discretion.</p>																					
Income Tax Consequences	<p>There are important tax consequences to these securities. See Item 6 Income Tax Consequences and Deferred Plan Eligibility.</p>																					
Purchasers' Rights	<p>You have two business days to cancel your Subscription Agreement (as defined herein) to purchase these securities. If there is a misrepresentation in this Offering Memorandum (as defined herein), you have the right to sue either for damages or to cancel the Subscription Agreement. See Item 11 Purchasers' Rights.</p>																					

Resale Restrictions	You will not be able to sell these securities except in very limited circumstances. You may never be able to resell these securities. See Item 10 Resale Restrictions.
Selling Agents	Where allowed by applicable securities legislation, the Corporation intends to offer compensation of up to six percent (6%) of the gross proceeds realized on the sale of Offered Bonds under this Current Offering to any one of, or a combination of, the following parties: registered dealers and exempt market dealing representatives, each of whom are registered in accordance with applicable securities laws. The Corporation may pay up to two percent (2%) of the gross proceeds realized on the sale of Offered Bonds to exempt market dealers that it retains as a dealer listing fee. Capital Now Inc. (“CNI”) may pay all such compensation to the above parties on the Corporation’s behalf pursuant to the Loan Commitment Fee. See Item 7 Compensation Paid to Sellers and Finders.
YESTERPAY COPY – Please initial below and submit this page with your Subscription Agreement. <hr/> Investor Initials	

SUBSCRIPTION FOR BONDS

TO: Yesterpay Holdings Inc.

The undersigned (hereinafter referred to as the **"Subscriber"**) hereby irrevocably subscribes for and agrees to purchase the number of: six and a half percent (6.5%) unsecured Series C Bonds; seven and a half percent (7.5%) unsecured Series D Bonds; eight and a half percent (8.5%) unsecured Series E Bonds; or eight and a half percent (8.5%) unsecured Series F Bonds (each as defined in the offering memorandum of the Corporation (as defined herein) dated July 29, 2019) (together, the **"Bonds"**) of the Corporation set forth below for the aggregate subscription amount set forth below, representing a subscription price of CDN \$100 per Bond, upon and subject to the terms and conditions set forth in "Terms and Conditions of Subscription for Bonds of Yesterpay Holdings Inc." attached hereto (the **"Subscription Agreement"**). **In addition to this face page, the Subscriber must also complete all applicable schedules attached hereto.**

Full Legal Name of Subscriber - (Include middle name, please print)

By: _____

Signature of Subscriber or its Authorized Representative

Official Title or Capacity (please print)

Name of Signatory (please print name of individual whose signature appears above if different than name of Subscriber)

Subscriber's Address (LINE ONE)

Subscriber's Address (LINE TWO)

Social Insurance Number / Business Number

Date of Execution

Telephone Number (including area code)

Email Address

Register the Bonds (if different from address above) as follows:

Name

Account reference, if applicable

Address (LINE ONE)

Address (LINE TWO)

Telephone Number (including area code)

Aggregate Subscription Amount: \$ _____

(Minimum Subscription of \$1,000)

Series of Bonds: _____

Number of Bonds: _____

If the Subscriber is signing as agent for a principal and is not a trust corporation or, in Alberta or British Columbia, a portfolio manager in any case, purchasing as a trustee or an agent for accounts fully managed by it, complete the following and ensure that the applicable schedules attached hereto are completed in respect of such principal:

Name of Principal

Principal's address

Telephone Number

Email Address

Deliver the Bonds (if different from address given) as follows:

Name

Account reference, if applicable

Contact Name

Address (including postal code)

Telephone Number (including area code)

Insider Status

The Subscriber either **[check appropriate box]**:

- is an "Insider" of the Corporation as defined by applicable securities law; or
- is not an Insider of the Corporation

Registrant Status

The Subscriber either **[check appropriate box]**:

- is a "Registrant" as defined by applicable securities law; or
- is not a Registrant

FOR OFFICE USE ONLY

ACCEPTANCE: The Corporation hereby accepts the subscription as set forth above on the terms and conditions contained in this Subscription Agreement.

YESTERPAY HOLDINGS INC.

Per: _____

Date: _____

Certificate No.: